

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X
IN RE TREMONT SECURITIES LAW, STATE :	
LAW AND INSURANCE LITIGATION :	Master File No. 08 Civ. 11117 (TPG)
<hr/>	
This Document Relates to:	:
	:
ELENDOW FUND, LLC	:
	:
Plaintiff,	No. 10 Civ. 09061 (TPG)
	:
	Electronically Filed
v.	:
RYE SELCT BROAD MARKET XL FUND,	:
L.P. et al,	:
	:
Defendants.	:
	:
-----	X

**NOTICE OF MOTION BY THE MASSMUTUAL DEFENDANTS
TO DISMISS THE SECOND AMENDED COMPLAINT**

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

PLEASE TAKE NOTICE that, upon the Memorandum of Law submitted herewith, defendants Massachusetts Mutual Life Insurance Company and MassMutual Holding LLC (“MassMutual”), by their counsel, Bingham McCutchen LLP, will move this Court before the Honorable Thomas P. Griesa, at the Daniel Patrick Moynihan United States Courthouse at 500 Pearl Street, New York, New York, on a date and at a time to be designated by the Court, for an Order pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure dismissing with prejudice plaintiff’s claims against MassMutual for violation of Section 20(a) of the Exchange Act (Count II) and aiding and abetting breach of fiduciary duty (Count VII).

DATED: November 16, 2012

BINGHAM McCUTCHEN LLP

/s/ Carol E. Head

Kenneth I. Schacter
399 Park Avenue
New York, NY 10022-4689
Tel.: 212.705.7000
Fax: 212.752.5378
kenneth.schacter@bingham.com

Joseph L. Kociubes*
joe.kociubes@bingham.com
Carol E. Head*
carol.head@bingham.com
One Federal Street
Boston, MA 02110
Tel.: 617.951.8000
Fax: 617.951.8736
*admitted pro hac vice

*Attorneys for Defendants
Massachusetts Mutual Life Insurance
Company and MassMutual Holding LLC*